

AUG 16 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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August 16, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-7730 Rider 83

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Rec. No. 28251 and represents a renewal of the lease but with a change in lessee name to BASF Corporation.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: BASF Corporation
25 Middlesex/Essex Turnpike
Iselin, NJ 08830-0770]

Section Chief
August 16, 2010
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A description of the railroad equipment covered by the enclosed document is:

67 railcars: SHPX 450765 - SHPX 450831.

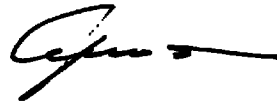
A short summary of the document to appear in the index is:

Memorandum of Lease C-7730 Rider 83.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

AUG 16 '10 -12 00 PM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC, and Shippers Third LLC, all with respect to BASF Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract, dated 5/12/10, as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Brian Evdo
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

NANCY COLLINS
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires: August 02, 2012
Commission Number: 08499131

Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

BASF Corporation

Contract C-7730 rider 83

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450765
	Hopper	SHPX	450766
	Hopper	SHPX	450767
	Hopper	SHPX	450768
	Hopper	SHPX	450769
	Hopper	SHPX	450770
	Hopper	SHPX	450771
	Hopper	SHPX	450772
	Hopper	SHPX	450773
	Hopper	SHPX	450774
	Hopper	SHPX	450775
	Hopper	SHPX	450776
	Hopper	SHPX	450777
	Hopper	SHPX	450778
	Hopper	SHPX	450779
	Hopper	SHPX	450780
	Hopper	SHPX	450781
	Hopper	SHPX	450782
	Hopper	SHPX	450783
	Hopper	SHPX	450784
	Hopper	SHPX	450785
	Hopper	SHPX	450786
	Hopper	SHPX	450787
	Hopper	SHPX	450788
	Hopper	SHPX	450789
	Hopper	SHPX	450790
	Hopper	SHPX	450791
	Hopper	SHPX	450792
	Hopper	SHPX	450793
	Hopper	SHPX	450794
	Hopper	SHPX	450795
	Hopper	SHPX	450796
	Hopper	SHPX	450797
	Hopper	SHPX	450798

Schedule A

Equipment

BASF Corporation

Contract C-7730 rider 83

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450799
	Hopper	SHPX	450800
	Hopper	SHPX	450801
	Hopper	SHPX	450802
	Hopper	SHPX	450803
	Hopper	SHPX	450804
	Hopper	SHPX	450805
	Hopper	SHPX	450806
	Hopper	SHPX	450807
	Hopper	SHPX	450808
	Hopper	SHPX	450809
	Hopper	SHPX	450810
	Hopper	SHPX	450811
	Hopper	SHPX	450812
	Hopper	SHPX	450813
	Hopper	SHPX	450814
	Hopper	SHPX	450815
	Hopper	SHPX	450816
	Hopper	SHPX	450817
	Hopper	SHPX	450818
	Hopper	SHPX	450819
	Hopper	SHPX	450820
	Hopper	SHPX	450821
	Hopper	SHPX	450822
	Hopper	SHPX	450823
	Hopper	SHPX	450824
	Hopper	SHPX	450825
	Hopper	SHPX	450826
	Hopper	SHPX	450827
	Hopper	SHPX	450828
	Hopper	SHPX	450829
	Hopper	SHPX	450830
	Hopper	SHPX	450831

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8 / 16 / 10



Robert W. Alvord